

### General information about company

Scrip code	511138
NSE Symbol	
MSEI Symbol	
ISIN	INE988F01017
Name of the entity	KOTHARI WORLD FINANCE LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

### Annexure I

#### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Wether the listed entity has a Regular Chairperson

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mrs	LIZA KOTHARI	AJDPK3796K	01273272	Executive Director	Not Applicable	MD	30-01-2018			1	0	0		
2	Mr	NITESH KOTHARI	AABPK4831E	00024195	Non-Executive - Non Independent Director	Not Applicable		29-08-2002			1	2	0		
3	Mr	MANOHAR MHATRE	AEJPM7475C	00024326	Non-Executive - Non Independent Director	Not Applicable		14-01-2003	02-02-2019		1	0	0		
4	Mrs	ATHEVA MAYEKAR	ALPPD5949R	07663999	Non-Executive - Independent Director	Not Applicable		10-02-2017		25	1	2	2		

#### Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	VIVEK MHATRE	AUNPM9385P	07678498	Non-Executive - Independent Director	Not Applicable		10-02-2017		25	1	2	0		
6	Mr	JAYESH GANDHI	AABPG5669E	01497163	Non-Executive - Independent Director	Not Applicable		26-09-2014	02-02-2019	52	1	0	0		

### Text Block

Textual Information(1)	<p>1.Mr.Manohar Mhatre, Non Executive Director of the Company resigned from the Board as a Director and Member of Stakeholder Relationship Committee w.e.f. 2nd February, 2019.</p> <p>2.Mr.Jayesh Gandhi, Independent Director of the Company resigned from the Board as a Independent Director and Member of Audit Committee and Nomination Remuneration Committee w.e.f. 2nd February, 2019.</p>
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### Annexure 1

#### II. Composition of Committees

Disclosure of notes on composition of committees explanatory      Textual Information(1)

### Annexure 1 Text Block

Textual Information(1)      1)Corporate Social Responsibility Committee is not Applicable to the Company.

#### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07663999	ATHEVA MAYEKAR	Non-Executive - Independent Director	Chairperson	10-02-2017		
2	07678498	VIVEK MHATRE	Non-Executive - Independent Director	Member	10-02-2017		
3	00024195	NITESH KOTHARI	Non-Executive - Non Independent Director	Member	30-01-2012		Textual Information(1)
4	01497163	JAYESH GANDHI	Non-Executive - Independent Director	Member	26-09-2014	02-02-2019	

### Sr Text Block

Textual Information(1)	Mr.Nitesh Kothari is the member of the Audit Committee from the date of its formation as per listing Agreement i.e.30/01/2012.
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#### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07663999	ATHEVA MAYEKAR	Non-Executive - Independent Director	Chairperson	10-02-2017		
2	07678498	VIVEK MHATRE	Non-Executive - Independent Director	Member	10-02-2017		
3	00024195	NITESH KOTHARI	Non-Executive - Non Independent Director	Member	30-07-2014		
4	01497163	JAYESH GANDHI	Non-Executive - Independent Director	Member	26-09-2014	02-02-2019	

#### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07663999	ATHEVA MAYEKAR	Non-Executive - Independent Director	Chairperson	02-02-2019		Textual Information(1)
2	07678498	VIVEK MHATRE	Non-Executive - Independent Director	Member	02-02-2019		Textual Information(2)
3	00024195	NITESH KOTHARI	Non-Executive - Non Independent Director	Member	30-07-2014		Textual Information(3)
4	00024326	MANOHAR MHATRE	Non-Executive - Non Independent Director	Member	30-07-2014	02-02-2019	

### Sr Text Block

Textual Information(1)	1.Mrs.Atheva Mayekar have been appointed as Chairperson of Stakeholder Relationship Committee w.e.f.2nd February,2019.
Textual Information(2)	Mr.Vivek Mhatre have been appointed as Member of Stakeholder Relationship Committee w.e.f.2nd February,2019.
Textual Information(3)	Mr. Nitesh Kothari was already on Board and Member of Shareholder/Investors Grievance Committee under Listing Agreement. However as per the provisions of Section 178 of the new Companies Act, 2013 the new committees namely Stakeholder Relationship Committee were required to be formed and existing committee (Shareholder/Investors Grievance Committee) had same role and responsibilities, Therefore at the Board Meeting held on 30-07-2014, committee was renamed as Stakeholder Relationship Committee with the existing composition.

#### Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

#### Corporate Social Responsibility Committee

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Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1				
Annexure 1				
III. Meeting of Board of Directors				
Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	12-11-2018			
2		13-02-2019	92	

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	13-02-2019	Yes	3	12-11-2018	92		
2	Nomination and remuneration committee	13-02-2019	Yes	3	12-11-2018	92		
3	Stakeholders Relationship Committee	13-02-2019	Yes	3	12-11-2018	92		

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1	
VI. Affirmations	

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

### Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Shefali Tanna
2	Designation	Company Secretary and Compliance Officer

### Annexure II

#### Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

#### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.kothariworld.com
2	Terms and conditions of appointment of independent directors	Yes		www.kothariworld.com
3	Composition of various committees of board of directors	Yes		www.kothariworld.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.kothariworld.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.kothariworld.com
6	Criteria of making payments to non-executive directors	Yes		www.kothariworld.com
7	Policy on dealing with related party transactions	Yes		www.kothariworld.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.kothariworld.com

### Annexure II

#### Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.kothariworld.com
11	email address for grievance redressal and other relevant details	Yes		www.kothariworld.com
12	Financial results	Yes		www.kothariworld.com
13	Shareholding pattern	Yes		www.kothariworld.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	Yes		www.kothariworld.com

## Annexure II

<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

## Annexure II

<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	

19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

### Annexure II

#### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

### Annexure II

1	Name of signatory	shefali tanna
2	Designation	Company Secretary and Compliance Officer

### Annexure II

#### III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

### Annexure II

1	Name of signatory	Shefali Tanna
2	Designation	Company Secretary and Compliance Officer

### Signatory Details

Name of signatory	Shefali Tanna
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	15-04-2019